

P99000095198

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

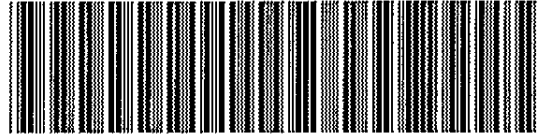
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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03 JAN -2 PM 12: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN - 6 2003



ACCOUNT NO. : 072100000032
REFERENCE : 875348 4720431
AUTHORIZATION : *Patricia Pizut*
COST LIMIT : \$ 35.00

ORDER DATE : December 30, 2002
ORDER TIME : 8:17 AM
ORDER NO. : 875348-245
CUSTOMER NO: 4720431
CUSTOMER: Ms. Tina Grodziski
Charming Shoppes, Inc.
450 Winks Lane
Bensalem, PA 190200000

CHANGE OF AGENT

NAME: FASHION BUG #3389, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd -- EXT# 1140

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

RECEIVED
03 JAN -6 AM 8:56
DIVISION OF CORPORATION

January 3, 2003

CSC
TROY TODD
TALLAHASSEE, FL

SUBJECT: FASHION BUG #3389, INC.
Ref. Number: P99000095198

SUBMIT
give original
on date as file date.

We have received your document for FASHION BUG #3389, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 103A00000222

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida _____ in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: FASHION BUG #3389, INC.

2. The principal office address: 1270 North Wickham Road, Melbourne, FL 32935

3. The mailing address (if different): 3750 State Road, 7B13, Bensalem, PA 19020

4. Date of incorporation/qualification: October 28, 1999 Document number: P99000095198

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

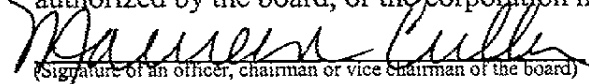
C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox NOT acceptable)
Tallahassee, FL 32301


The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer, chairman or vice chairman of the board)

Maureen Cullen, Attorney-in-Fact
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

December 31, 2002
(Date)

If signing on behalf of an entity:

Jacqueline M. Giles
(Typed or Printed Name)

Assistant Vice President
(Capacity)

***** FILING FEE: \$35.00 *****

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